

DECLARATION AND POWER OF ATTORNEY
(Joint Inventors)

We, Barry Joe Ethridge, James Joseph Gainer and Mahlon Danny Kimbrough, hereby declare that we are, respectively,

a citizen of the United States, residing at 7937 Crystal Creek Circle, Fort Worth, Texas 76137;

a citizen of the United States, residing at 1541 Sarah Brooks Drive, Keller, Texas 76248;

a citizen of the United States, residing at 2301 Caldwell Drive, Bedford, Texas 76021;

that we have reviewed and understand the content of the attached specification, including the claims (Jones, Day, Reavis & Pogue Docket No. 560043610017), and we believe that we are the original, first, and joint inventors of the subject matter which is claimed therein and for which a patent is sought on the invention or discovery entitled

DIGITAL PACKET NETWORK FOR THE LOCAL ACCESS LOOP

and that we acknowledge our duty to disclose information of which we are aware which is material to the examination of this application, in accordance with Title 37, Code of Federal Regulations, Section 1.56(a).

We hereby designate the following as our mailing address and telephone number:

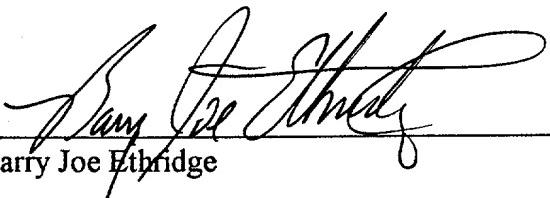
Jones Day, Reavis & Pogue
North Point
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

and appoint each of the following as our attorneys with full power of substitution and revocation, to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith:

Kenneth R. Adamo, Registration No. 27,299; Barbara Arndt, Registration No. 37,768; Thomas A. Briggs, Registration No. 38,391; David B. Cochran, Registration No. 39,142; Cheryl L. Farine, Registration No. 36,796; Regan J. Fay, Registration No. 26,878; F. Drexel Feeling, Registration No. 40,602; Calvin P. Griffith, Registration No. 34,831; Timothy J. O'Hearn, Registration No. 31,552; Jay Ryan, Registration No. 37,064; Nestor W. Shust, Registration No. 23,034; Barry L. Springel, Registration No. 25,514; H. Duane Switzer, Registration No. 22,431; Michael W. Vary, Registration No. 30,811; and James L. Wamsley, III, Registration No. 31,578;

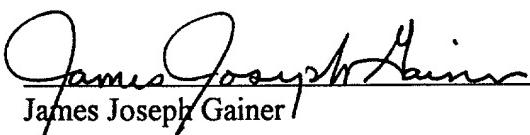
all having the above-designated address.

We further declare that all statements made herein of our own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.


Barry Joe Ethridge

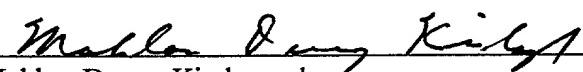
Date 6-17-98

Post Office Address: 7937 Crystal Creek Circle, Fort Worth, Texas 76137


James Joseph Gainer

Date 6/17/98

Post Office Address: 1541 Sarah Brooks Drive, Keller, Texas 76248


Mahlon Danny Kimbrough

Date 6-17-98

Post Office Address: 2301 Caldwell Drive, Bedford, Texas 76021

ASSIGNMENT
(Joint)

WHEREAS we, the undersigned, have made new and useful inventions and discoveries in

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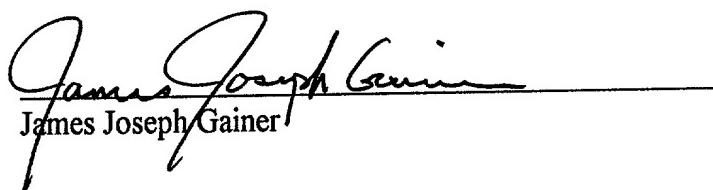
for which we have executed on even date herewith an application for Letters Patent of the United States, which application is further identified as Jones, Day, Reavis & Pogue Docket No. 560043610017.

WHEREAS, Reltec Corporation, a corporation of the State of Delaware, hereinafter referred to as "assignee", is desirous of acquiring all right, title, and interest throughout the world in and to said inventions and discoveries including the patent rights therefor.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, we hereby assign and transfer unto assignee, its successors and assigns, all right, title, and interest, in the United States and throughout the world, in and to said inventions and discoveries and all patent applications, patents, patent rights, and inventor's certificates therefor, including without limitation said application for patent in the United States, all divisions and continuations thereof, all patents which may be granted thereon, all reissues thereof, all right to sue for past infringement thereunder, and all patents which may be granted for said inventions and discoveries by states or nations other than the United States and all applications therefor; we covenant and agree for ourselves and for our executors, administrators, and legal representatives that, at assignee's request, we will execute and deliver any applications, affidavits, assignments, and other instruments as may be deemed necessary or desirable to secure for or vest in assignee, its successors or assigns, all right, title, and interest in and to any application, patent, or other right or property covered by this assignment, including the right to apply for and obtain patents in foreign countries under the provisions of the International Convention; and we hereby request and authorize the United States Commissioner of Patents and Trademarks to issue any and all United States patent granted on any of said applications to assignee as owner of the entire right, title, and interest in and to the same, and appropriately empowered officials of foreign countries are hereby authorized to issue any letters patent granted on any of said applications to assignee as owner of the entire right, title, and interest in and to the same.



Barry Joe Ethridge



James Joseph Gainer

Mahlon Danny Kimbrough
Mahlon Danny Kimbrough

STATE OF TEXAS)

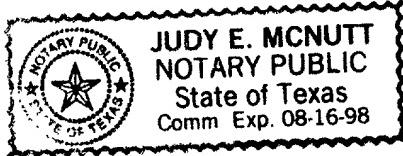
COUNTY OF TARRANT)
) ss.
)

Sworn and subscribed to before me this 17th day of June, 1998.

Judy E. McNutt

Notary Public

(Notarial Seal)



CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * * * *

RELTEC Communications Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

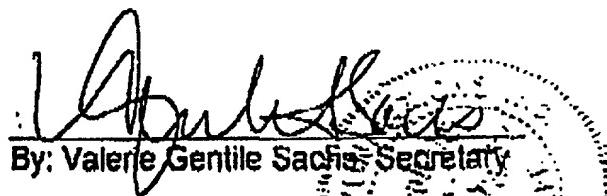
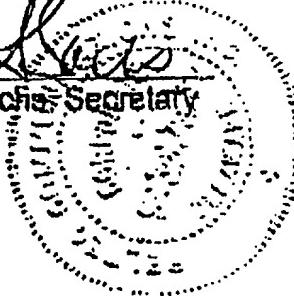
RESOLVED, that Article 1 of the Certificate of Incorporation of the Company be deleted in its entirety and the following inserted in lieu thereof:

"FIRST: The name of the corporation is Marconi Communications Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware. That this Certificate of Amendment of the Restated Certificate of Incorporation shall be effective as of the close of business on May 31, 1999.

IN WITNESS WHEREOF, said RELTEC Communications Inc. has caused this certificate to be signed by Valerie Gentile Sachs, its Secretary, this 19th day of May, 1999.


By: Valerie Gentile Sachs, Secretary


Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "RELTEC COMMUNICATIONS INC.", CHANGING ITS NAME FROM "RELTEC COMMUNICATIONS INC." TO "MARCONI COMMUNICATIONS INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF MAY, A.D. 1999, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTY-FIRST DAY OF MAY, A.D. 1999.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

OAG:GEORGE E. MARSHALL



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

05-28-99